

# HELM

## FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4816 FAX 415/398-4816

December 6, 2001

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001



RE: Partial Termination of Security Agreement dated as of November 6, 2001 ("Partial Termination"), by Fleet National Bank ("Fleet"), as the Agent for the Lenders, as defined in the Credit Agreement, for the benefit of Helm Holding Corporation, Helm Financial Corporation and Helm Locomotive Leasing Corporation (collectively, "Helm")

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Four (4) fully-executed originals of the above-referenced Partial Termination.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Fleet: Fleet National Bank  
Transportation Division  
100 Federal Street  
Boston, MA 02110

Equipment: 10 open top hopper railcars  
HATX 45157-45167 (NI)  
14 RBL boxcars  
CR 377001-377024 (NI)

RECORDATION NO. 23168-FF FILED

DEC 11 '01 11:47 AM

SURFACE TRANSPORTATION BOARD

Please record this Partial Termination as a supplemental agreement to STB Recordation No. 23168 filed on October 18, 2000 at 2:43 PM. The filing fee of \$28.00 is enclosed.

**Summary:** Partial Termination of Security Agreement dated as of November 6, 2001, by Fleet National Bank, a national banking association ("Fleet") as the Agent for the Lenders, as defined in the Credit Agreement, for the benefit of Helm Holding Corporation, a California corporation, Helm Financial Corporation, a California corporation and Helm Locomotive Leasing Corporation, a California corporation (collectively, "Helm"), for 10 open top hopper railcars, HATX 45157045167 (NI), and 14 RBL boxcars, CR 377001-377024 (NI) to be filed as a supplemental agreement to STB Recordation No. 23168.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

\svf  
Enclosures (4)

23168-FF/11:47

**PARTIAL TERMINATION OF  
SECURITY AGREEMENT**

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of November 6, 2001, by **FLEET NATIONAL BANK**, a national banking association ("**Fleet**") as the Agent for the Lenders (as defined in the Credit Agreement described below), for the benefit of **HELM HOLDING CORPORATION**, a California corporation, **HELM FINANCIAL CORPORATION**, a California corporation and **HELM LOCOMOTIVE LEASING CORPORATION**, a California corporation (collectively, "**Helm**").

1. **Recitals.** Helm owns the rail equipment bearing the Association of American Railroad reporting mark and numbers as described in Exhibit A attached hereto (the "**Units**"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "**Collateral**"), to Fleet upon the terms and conditions provided in that certain Security Agreement dated as of October 18, 2000, between Helm and Fleet (the "**Security Agreement**") as filed with the Surface Transportation Board of the Department of Transportation ("**STB**") on October 18, 2000 at 2:43 P.M. under Recordation No. 23168. The Security Agreement was executed in connection with that certain Revolving Credit and Term Loan Agreement dated as of October 18, 2000, among the Borrowers, Lenders and Agent as defined therein (the "**Credit Agreement**").

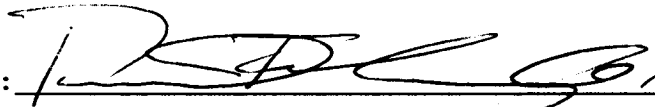
Helm intends to sell the Units to a third party and desires that such sale shall be free and clear of any lien or security interest of Fleet. Helm requests Fleet's consent to such sale of the Units and requests Fleet to terminate its lien and security interest in the Units.

2. **Consent & Partial Termination.** Fleet hereby consents to the sale of the Units by Helm. Fleet hereby forever terminates any and all liens and security interests in the Units granted to it under the Security Agreement. Such liens and security interests in the Units shall be forever terminated upon the filing of this Partial Termination with the STB, at which time all of Fleet's right, title and interest in and to the Units shall be null and void.

This Partial Termination shall have no effect on Fleet's lien and security interest in any other Collateral other than the Units and said lien and security interest in such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, Fleet has executed this Partial Termination of Security Agreement as of the date first above written.

**FLEET NATIONAL BANK, as Agent**

By:   
Print Name: Paul Felanay, Jr.  
Its: Managing Director

RECORDATION NO. 23168-FF FILED

DEC 11 '01 11:47 AM

**SURFACE TRANSPORTATION BOARD**

COUNTY OF Suffolk )

**FLEET NATIONAL BANK**

x personally known to me -OR-

\_\_\_\_\_ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Cy Spiller  
SIGNATURE OF THE NOTARY

Commission expires: 11/27/03

[Notarial Seal]

## EXHIBIT A

### To the Partial Termination of Security Agreement dated as of November 6, 2001

#### Description of the Units:

Ten (10), 3,400 cubic foot, 100-ton capacity, four pocket, open top hopper railcars.

#### Unit Numbers:

HATX	45157
HATX	45158
HATX	45159
HATX	45160
HATX	45161
HATX	45162
HATX	45163
HATX	45165
HATX	45166
HATX	45167

#### Description of the Units:

Fourteen (14), 60' insulated boxcars with 10' x 9'4" plug doors, bulkheads, 20' end of car cushioning and "Speers" air bag system; built by Pacific Car and Foundry in 1968.

#### Unit Numbers:

CR	377001
CR	377006
CR	377008
CR	377009
CR	377011
CR	377012
CR	377013
CR	377016
CR	377019
CR	377020
CR	377022
CR	377023
CR	377024